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BEFORE THE ARIZONA CORPORATION COMMISSION  
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**COMMISSIONERS**

KRISTIN K. MAYES, Chairman  
GARY PIERCE  
PAUL NEWMAN  
SANDRA D. KENNEDY  
BOB STUMP

2010 APR 15 P 2:53

AZ CORP COMMISSION  
DOCKET CONTROL

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67240  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67240 in the above-captioned dockets, submits the  
attached Acquisition Schedule.

RESPECTFULLY submitted this 15 day of April 2010.

ROSHKA DEWULF & PATTEN, PLC

By Timothy J. Sabo

Michael W. Patten  
Timothy J. Sabo  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004

Original + 15 copies of the foregoing  
filed this 15 day of April 2010, with:

Docket Control  
ARIZONA CORPORATION COMMISSION  
1200 West Washington  
Phoenix, Arizona 85007

Arizona Corporation Commission  
**DOCKETED**

APR 15 2010

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| DOCKETED BY | <i>mn</i> |
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PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
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1 Copies of the foregoing hand-delivered/mailed  
2 this 15 day of April 2010, to:

3 Lyn Farmer, Esq.  
4 Assistant Chief Administrative Law Judge  
5 Hearing Division  
6 Arizona Corporation Commission  
7 1200 West Washington  
8 Phoenix, Arizona 85007

9 Janice Alward, Esq.  
10 Chief Counsel, Legal Division  
11 Arizona Corporation Commission  
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14 Steve Olea, Director  
15 Utilities Division  
16 Arizona Corporation Commission  
17 1200 West Washington  
18 Phoenix, Arizona 85007

19 Brian Bozzo  
20 Manager Compliance Enforcement, Utilities Division  
21 Arizona Corporation Commission  
22 1200 West Washington  
23 Phoenix, Arizona 85007

24 By 

## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

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## PART 2

As of 28 February 2010, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

|                 | PVUC                   |             | SCWC                              |             |
|-----------------|------------------------|-------------|-----------------------------------|-------------|
|                 | Amount                 | %           | Amount                            | %           |
| Long-Term Debt* | \$0                    | 0%          | \$0                               | 0%          |
| Equity**        | \$81,032,334           | 100%        | \$65,449,090                      | 100%        |
|                 | <b>\$81,032,334</b>    | <b>100%</b> | <b>\$65,449,090</b>               | <b>100%</b> |
|                 | Francisco Grande       |             | Water Utility of Greater Buckeye  |             |
|                 | Amount                 | %           |                                   |             |
| Long-Term Debt* | \$0                    | 0%          | \$155,747                         | 15%         |
| Equity**        | \$133,236              | 100%        | \$896,657                         | 85%         |
|                 | <b>\$133,236</b>       | <b>100%</b> | <b>\$1,052,404</b>                | <b>100%</b> |
|                 | Valencia Water Co      |             | Water Utility of Greater Tonopah  |             |
|                 | Amount                 | %           |                                   |             |
| Long-Term Debt* | \$3,323,024            | 54%         | \$484,263                         | 16%         |
| Equity**        | \$2,888,023            | 46%         | \$2,521,029                       | 84%         |
|                 | <b>\$6,211,047</b>     | <b>100%</b> | <b>\$3,005,292</b>                | <b>100%</b> |
|                 | Willow Valley Water Co |             | Water Utility of North Scottsdale |             |
|                 | Amount                 | %           |                                   |             |
| Long-Term Debt* | \$210,460              | 9%          | \$0                               | 0%          |
| Equity**        | \$2,007,165            | 91%         | (\$176,065)                       | 100%        |
|                 | <b>\$2,217,625</b>     | <b>100%</b> | <b>(\$176,065)</b>                | <b>100%</b> |
|                 | Hassayampa Utility Co  |             | CP Water Co.                      |             |
|                 | Amount                 | %           | Amount                            | %           |
| Long-Term Debt* | \$0                    | 0%          | \$0                               | 0%          |
| Equity**        | \$1,480,188            | 100%        | \$166                             | 100%        |
|                 | <b>\$1,480,188</b>     | <b>100%</b> | <b>\$166</b>                      | <b>100%</b> |
|                 | Picacho Cove Water     |             | Picacho Cove Utilities            |             |
|                 | Amount                 | %           | Amount                            | %           |
| Long-Term Debt* | \$0                    | 0%          | \$0                               | 0%          |
| Equity**        | \$118,293              | 100%        | \$250,934                         | 100%        |
|                 | <b>\$118,293</b>       | <b>100%</b> | <b>\$250,934</b>                  | <b>100%</b> |
|                 | Balterra Sewer         |             |                                   |             |
|                 | Amount                 | %           |                                   |             |
| Long-Term Debt* | \$0                    | 0%          |                                   |             |
| Equity**        | \$1,569,964            | 100%        |                                   |             |
|                 | <b>\$1,569,964</b>     | <b>100%</b> |                                   |             |


\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

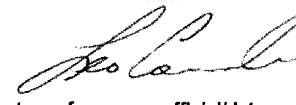
X



15-Apr-10

Signature of owner or official/date

X



15-Apr-10

Signature of owner or official/date